

APR 16 1976 - 1 00 PM

INTERSTATE COMMERCE COMMISSION

Supplement to the Mortgage and to the Assignment of Leases

North American Car Corporation, a Delaware corporation (the "Company") does hereby pledge, mortgage, and grant a security interest unto Pioneer Trust and Savings Bank (the "Bank") in and to the railroad cars described in the Schedule attached hereto.

The Company hereby assigns to the Bank all its right, title, and interest in, to and under the Leases described in the Schedule attached hereto, pursuant to and subject to the terms and conditions of the Assignment of Leases referred to above:

The Company hereby certifies that it has complied with all the terms and conditions of said Assignment of Leases, and that all representations and warranties contained in said Assignment are true and correct as of the date hereof.

This Supplemental Mortgage and Assignment of Leases is issued pursuant to and is governed by the terms and provisions of that certain Equipment Mortgage and Assignment of Leases dated August 28, 1975 among the Company and the Bank and filed under Section 20(c) of the Interstate Commerce Act on September 3, 1975 at 12:00 p.m. as Document Numbers 8039 and 8039-A.

(CORPORATE SEAL)

NORTH AMERICAN CAR CORPORATION

ATTEST

R. B. Oppenheimer

By *Robert B. Oppenheimer*
Title *Exec V.P.*

STATE OF ILLINOIS)
COUNTY OF COOK) ss.:

On this 13th day of April 1976, before me personally appeared Robert B. Oppenheimer to me personally known, who being by me duly sworn says that he is the Executive Vice President of North American Car Corporation, that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing was the free act and deed of said Corporation.

Lenny Catalano
Notary Public

(SEAL)
My commission expires *June 30, 1979*

CAR VALUES AT APRIL 13, 1976

<u>Description</u>	<u>Serial Numbers</u>	<u>AAR Value</u>	<u>Lessee</u>	<u>Years</u>	<u>Termination Date</u>
13 14,000 gallon capacity tank cars, equipped with 100-ton trucks, Class 111A100W2.	2550-2562	\$ 364,000	American Cyanamid	5	12/79
7 14,000 gallon capacity tank cars, equipped with 100-ton trucks, Class 111A100W2.	2563-2569	196,000	American Cyanamid	10	12/84
1 14,000 gallon capacity tank cars, equipped with 100-ton trucks, Class 111A100W1.	13888	33,000	Canadian Superior Oil	10	10/84
1 14,000 gallon capacity tank cars, equipped with 100-ton trucks, Class 111A100W1.	13890	33,000	Canadian Superior Oil	10	10/84
1 Class 10, 100-ton 5,852 cu. ft. covered hopper car	58121	34,000	Flex-O-Glass	5	7/79
1 Class 10, 100-ton 5,852 cu. ft. covered hopper car	58122	35,000	Georgia Pacific	12	2/87
2 Class 10, 100-ton 5,850 cu. ft. covered hopper car	58399-58400	69,000	Union Carbide Ltd.	10	12/84
8 Class 10, 100-ton 5,850 cu. ft. covered hopper car	58410-58417	<u>276,000</u> \$1,040,500	Westvaco	15	11/89